

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Order that from today, the

1ST SEPTEMBER 2005

the following

SCHEME

will govern the charity

known as

SIR ROGER CHOLMELEY'S SCHOOL AT HIGHGATE (HIGHGATE SCHOOL)
(312765)

and now to be known as

SIR ROGER CHOLMELEY'S SCHOOL AT HIGHGATE (312765)

Commissioners' References:

Sealing: 101(s)05

Case No: 276768

SCHEME

1. Definitions

In this scheme:

“the charity” means the charity identified at the beginning of this scheme.

“the Charity Commission” means the Charity Commission for England and Wales.

“the Governing Body” means the body defined in Clause 6 of this scheme.

“the Governors” means the members of the Governing Body of the charity and “a Governor” means a member of the Governing Body.

“the School” means the Sir Roger Cholmeley's School at Highgate being the charity's principal activity in furtherance of the object in clause 4(1) of this scheme.

“the former trusts” means the Royal Charter and Letters Patent of Her Majesty Queen Elizabeth the First dated 6th April 1565 later regulated by a scheme established by an order of the High Court of Chancery made in the cause of the Attorney General v the Wardens and Governors of the School dated 20th July 1832 and further regulated by a scheme framed under the Endowed Schools Acts and approved by Her Majesty in Council on the 12th August 1876 as varied by a scheme made by the Board of Education on 25th April 1924 and a scheme of the Charity Commissioners numbered 186(s)/92.

"in writing" includes electronic communication.

2. Administration

The charity is to be administered by the Governing Body in accordance with this scheme. Save as provided in clause 6(2), this scheme replaces the former trusts of the charity.

3. Name of the charity

(1) The main name of the charity is Sir Roger Cholmeley's School at Highgate.

(2) The working name of the charity is Highgate School.

4. Objects of the charity

The objects of the charity are:

(1) the advancement of education by the provision of a school in or near Highgate, the provision of incidental or ancillary educational activities and the undertaking of associated activities for the benefit of the public; and

(2) in so far as the Governors think fit (and so long as they in their discretion consider that the object stated in clause 4(1) is being properly provided for) the relief of the poor.

5. Powers of the Governing Body

In addition to its usual powers (and without limitation) the Governing Body has the following powers, which may be exercised only in promoting the objects:

- (1) To promote or carry out research;
- (2) To provide advice;
- (3) To publish or distribute information;
- (4) To co-operate with other bodies;
- (5) To support, administer, merge with or set up other charities and undertake and execute charitable trusts;
- (6) To raise funds (but not by means of any trade the profits of which would be liable to tax);
- (7) To take and accept any gift of money property or other assets whether subject to any special trusts or not;
- (8) To borrow money and give security for loans (but only in accordance with such restrictions as are imposed upon charities by legislation);
- (9) To acquire or hire property rights or privileges of any kind and to construct restore improve maintain and alter such property;
- (10) To let or dispose of or turn to account property of any kind (but only in accordance with clauses 23, 25 and 39 of this scheme and such restrictions as are imposed upon charities by legislation);
- (11) To pay any rent and other outgoings and expenses and execute and do all such other instruments acts and things as may be requisite in connection with the use maintenance upkeep expansion alteration or improvement of such property;
- (12) To purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the charity;
- (13) To make grants or loans of money and to give guarantees;
- (14) To set aside funds for special purposes or as reserves against future expenditure;
- (15) To draw make accept endorse discount negotiate execute and issue promissory notes bills cheques and other instruments and to operate bank accounts;
- (16) To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);

- (17) To arrange for investments or other property of the charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Governing Body or of a financial expert acting under their instructions and to pay any reasonable fee required;
- (18) To insure the property of the charity against any foreseeable risk and take out other insurance policies to protect the charity when required;
- (19) To provide indemnity insurance for members of the Governing Body out of the funds of the charity as and when required, provided that the policy will contain a provision which has the effect that the insurance shall not indemnify the Governors against:
 - (a) fines;
 - (b) the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud or dishonesty or wilful or reckless misconduct of a Governor; and
 - (c) liabilities to the charity which result from conduct which the Governor knew, or must be assumed to have known, was not in the interests of the charity, or which the Governor did not care whether it was in the interests of the charity or not;
- (20) To make contributions for the purpose of securing by means of policies effected with a Life Assurance Company, or otherwise, for the benefit of teachers or other persons in the employment of the charity, pensions or capital sums payable after normal retirement age or after the employment has ceased; and to enter into agreements with the teachers or other persons, and do all other necessary acts, in relation to pensions or capital sums so secured;
- (21) To employ paid or unpaid agents, staff or advisers who shall not be Governors;
- (22) To provide and contribute to superannuation or pension funds for the officers and servants of the charity or any of them who shall not be Governors or otherwise to assist such officers and servants who shall not be Governors their widows or widowers and children;
- (23) To enter into contracts to provide services to or on behalf of other bodies;
- (24) To arrange for the amalgamation of the charity with any charitable organisation the purposes of which in their opinion are similar to the purposes of the charity;
- (25) To establish subsidiary companies to assist or act as agents for the charity;
- (26) To pay the reasonable and proper costs of administering the charity; and
- (27) To do anything else within the law which promotes or helps to promote the objects.

6. Governing body

- (1) The Governing Body shall consist of no fewer than ten and no more than eighteen Governors appointed in accordance with clause 7.
- (2) The Governors shall be the members of the Body Corporate of “The Wardens and Governors of the possessions, revenues, and goods of the Free Grammar School of Sir Roger Cholmeley, Knight in Highgate”, constituted by the Charter or Letters Patent of Queen Elizabeth the First dated 6th April 1565, and the Body Corporate shall be the Governing Body of the charity, and shall remain, continue, and be a Body Corporate under the name and style aforesaid, with all such rights, powers, privileges, and liabilities (except as in this scheme otherwise provided) as are now vested in such Body Corporate, and all lands and property now vested in the said Body Corporate shall be and continue vested in the Body Corporate.

7. Governors

- (1) Governors shall be appointed in every case by a resolution of the Governing Body at a duly convened meeting.
- (2) Governors shall be appointed to office for the term of five years and shall in every case be re-eligible.

8. New governors

The Governing Body must give each new Governor on their first appointment:

- (1) a copy of this scheme and any amendments made to it;
- (2) a copy of the charity’s latest report and statement of accounts.

A defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting or resolutions in writing agreed by the Governors.

9. Register of Governors

- (1) The Governing Body must keep a register of the name and address of every Governor and the dates on which their terms of office begin and end.
- (2) Every Governor shall, at or before the first meeting which he or she attends upon first appointment (or any re-appointment following any period out of office) sign a memorandum declaring acceptance of the office of Governor, and willingness to act in the trusts of this scheme. Until such a memorandum has been signed, he or she shall not be entitled to discharge the functions of a Governor.

10. Governors not to have a personal interest

- (1) A Governor must not receive any payment of money or other material benefit (whether directly or indirectly) from the charity except:
 - (a) as set out in Clause 5(19) or Clause 10(2); or

- (b) reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in running the charity; or
 - (c) an indemnity in respect of any liabilities properly incurred in running the charity (including the successful defence to criminal proceedings); or
 - (d) payment to any company in which a Governor has no more than a 1% shareholding; or
 - (e) any remission of fees consequent to the award of a scholarship or bursary to the son or daughter of a Governor; or
 - (f) in exceptional cases, other payments or benefits (but only with the prior written approval of the Charity Commission).
- (2) Any Governor (or any firm or company of which a Governor is a member or employee) may enter into a contract with the charity to supply goods or services in return for a payment or other material benefit but only if:
- (a) the goods or services are actually required by the School; and
 - (b) the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedures in clause 10(3); and
 - (c) no more than one half of the Governors are subject to such a contract in any financial year.
- (3) Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governors or a committee (including matters relating specifically to a child for whom the Governor concerned has parental responsibility but for the avoidance of doubt, not including any matter affecting the body of pupils or parents generally, notwithstanding that a Governor or Governors may have parental responsibility for pupils at the School) the Governor concerned must:
- (a) declare an interest at or before discussion of the matter; and
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information; and
 - (c) not be counted in the quorum for that item; and
 - (d) withdraw during the vote and not vote on the matter.

11. Religious opinions no disqualification

Religious opinions, or attendance or non-attendance at any particular form of religious worship, shall not in any way affect the qualification of any person for being a Governor under the scheme.

12. Termination of membership of the Governing Body

- (1) An individual will cease to be a Governor if he or she:

- (a) is disqualified from acting as a trustee by section 178 of the Charities Act 2011 (or successor legislation); or
 - (b) becomes incapacitated to act; or
 - (c) expresses in writing a wish to resign; or
 - (d) omits to attend any meeting for the space of two consecutive years; or
 - (e) is removed by resolution passed by a majority of the whole number of Governors but only after the Governor concerned has been notified in writing and the Governors have considered the matter in the light of any written representations which the Governor concerned puts forward within fourteen days after receiving notice.
- (2) As soon as may be convenient after the occurrence of any vacancy a new Governor shall be appointed pursuant to clause 7 above. Provided that until any vacancy or vacancies shall be filled up, the surviving and continuing Governors for the time being (if sufficient in number to form a quorum) shall have power to act for all the purposes of this scheme.

13. Appointment of Chairman, Deputy and Treasurer

The Governors shall at their first meeting in each year, elect one of their number to be Chairman of their meetings for the current year, and they shall also select a Deputy, who shall act in case of the Chairman's death, resignation, or absence, and a Treasurer. The Chairman, Deputy and Treasurer, shall always be re-eligible for re-election.

14. Ordinary meetings

- (1) The Governing Body must hold at least 2 ordinary meetings in each year.
- (2) Ordinary meetings require at least seven days' notice by post or email.

15. Special meetings

- (1) The Chairman, or any two Governors, may call a special meeting at any time.
- (2) Special meetings require at least seven days' notice by post or email (unless an earlier date is agreed in writing by a majority of the Governors).
- (3) The notice calling a special meeting must include details of the business to be transacted at the meeting.
- (4) A special meeting may, but need not, be held immediately before or after an ordinary meeting.

16. Quorum

- (1) Subject to sub-clause (3) below, no business may be transacted at a meeting unless there are four Governors present, except that when the total number of Governors holding office is fourteen or above the quorum shall be five Governors.

- (2) If a sufficient number of Governors to form a quorum is not present at any meeting, or if the business at any meeting is not fully completed, those present may adjourn the meeting to a subsequent day and time, of which notice shall be given in the manner set out in clauses 14 and 15.
- (3) If at any time there are:
 - (a) between four and nine Governors in office, the Governing Body may conduct its business as usual but must also take such action as is required for the purpose of filling vacancies in its number; or
 - (b) fewer than four Governors in office, the Governing Body may take such action as is required for the purpose of filling vacancies in its number, but it may not do any other business.
- (4) 'Present' shall include being present by suitable electronic means, such as conference telephone, video conferencing facility or similar communications equipment, which allow all persons participating in the meeting to hear each other.

17. Voting

- (1) Subject to clause 17(4) below, every matter must be decided by majority decision of the Governors present and voting at a duly convened meeting of the Governing Body.
- (2) The Chairman may cast a second or casting vote only if there is a tied vote.
- (3) Whenever any decision is carried by the votes of less than a majority of the whole existing number of Governors, any two Governors may, within fifteen days from the day of the decision, require by a notice addressed to the Chairman of the meeting that the decision shall be once reconsidered at a special meeting, to be held not later than one calendar month next after such decision.
- (4) A resolution or decision in writing and agreed by a majority of all Governors who would have been entitled to vote upon it had it been proposed at a duly convened meeting shall be as valid and effectual as if it had been decided at a meeting of the Board of Governors, provided that:
 - (a) a copy of the resolution or decision has been either sent by post, sent in electronic form or given in person to every Governor; and
 - (b) a majority of Governors has signified agreement to the resolution or decision in a document or documents received, either in writing or in electronic form, by the School.

For the avoidance of doubt, a resolution or decision in writing may comprise several copies to which one or more members have signified their agreement.
- (5) A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting, or resolutions or decisions in writing agreed by Governors.

18. Minutes

Minutes and proper books of account shall be provided by the Governors, and kept in some convenient and secure place of deposit to be provided or appointed by them for that purpose, and minutes of the entry into office of every new Governor, and of all proceedings of the Governors, shall be included within such minutes.

19. Accounts

The Governors shall cause full accounts to be kept of the receipts and expenditure in respect of the charity and, in relation to the approval, examination and filing of such accounts, shall comply as necessary with the applicable statutory requirements.

20. The Governors to act jointly

- (1) Subject to sub-clause (2) below, the Governors must exercise their powers jointly, either at properly convened meetings or in accordance with clause 17(4).
- (2) The Governors may delegate such powers as they think fit to any committee consisting of persons appointed by the Governors (but not necessarily from the Governing Body) of whom any number not exceeding one half may be appointed on the nomination of persons interested in the matters to be referred to the committee and may make rules for the conduct of the meetings and business of such committee. However, such committees established under this clause must periodically report to the Governing Body on their activities.

21. Appointment of investment manager

The Governors may appoint as the investment manager for the charity a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:

- (1) an individual of repute with at least fifteen years' experience of investment management who is authorised to carry on regulated activities under the Financial Services and Markets Act 2000 (or successor legislation); or
- (2) a company or firm of repute which is an authorised or exempted person within the meaning of that Act (or successor legislation) otherwise than by virtue of s45 (1) (j) of that Act.

22. Delegation of investment management

- (1) The Governors may delegate to the investment manager power at his or her discretion to buy and sell investments for the charity on behalf of the trustees in accordance with the investment policy laid down by the trustees. The Governors may only do so on terms consistent with this clause.
- (2) Where the Governors make any delegation under this clause they must:
 - (a) inform the investment manager in writing of the extent of the charity's investment powers;

- (b) lay down a detailed investment policy for the charity and immediately inform the investment manager in writing of it and of any changes to it;
 - (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (d) ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and the exercise by him or her of the delegated authority;
 - (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (f) review the appointment at such intervals as they think fit; and
 - (g) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Governors decide and as are consistent with this clause. (Such remuneration may include commission fees and/or expenses earned by the investment manager to the extent that they are disclosed to the Governors.)
- (3) Where the Governors make any delegation under this clause they must do so on the terms that:
- (a) the investment manager must comply with the terms of her or his delegated authority;
 - (b) the investment manager must not do anything which the Governors do not have the power to do;
 - (c) the Governors may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this clause; and
 - (d) the Governors must give directions to the investment manager as to the manner in which he or she is to report to them all sales and purchases of investments made on their behalf.

23. Management and letting of estates

All the estates and property of the charity not required to be retained or occupied for the purposes of the charity, shall be let or otherwise managed by the Governors, or by their officers acting under their orders, according to the general law applicable to the management of property by charity trustees.

24. Business arrangements

The Governors may from time to time make such arrangements as they may find most fitting for custody of all deeds and other documents belonging to the charity, for deposit of money, for the drawing of cheques, and also for the appointment of a Secretary or of any necessary agents or other proper officers for their assistance in the conduct of the business of the charity, at such reasonable salaries or scale of

remuneration as shall be approved by the Governors, but no Governor acting as such Secretary or officer shall be entitled to any salary or remuneration.

25. School site and buildings

The Governors may make any suitable additions to the school buildings and accommodation for the purposes of this scheme and may expend for that object a sufficient sum which may be provided or raised, if needed, out of the capital endowment or property of the charity by sale or otherwise subject to clause 39.

26. Appointment of Head

There shall be a Head of the School (for whom, during the tenure of her or his office, the Governors may adopt an alternative title). He or she shall be a graduate of a recognised University in the United Kingdom or elsewhere. The Head shall be appointed by the Governors at a duly convened meeting as soon as may be convenient after the occurrence of a vacancy.

27. Engagement of Head

The Governors shall determine the terms of engagement of the Head, including terms relating to responsibilities, remuneration and dismissal. The Head's remuneration shall be decided, and shall be reviewed not less than annually, by the Governors.

28. Head not to have other employment

The Head shall give personal attention to the duties of the School, and during her or his tenure of office shall not accept or hold any office or appointment which, in the opinion of the Governors, may interfere with the proper performance of the duties of Head.

29. Jurisdiction of Head over School Arrangements

Subject to rules prescribed by or under the authority of this scheme, the Head shall have responsibility for the whole internal organisation, management, and discipline of the School, including the power of expelling pupils from the School or suspending them from attendance at the School for any reasonable cause: provided that, upon expelling any pupil the Head shall report the case to the Chairman or the appointed Deputy and it shall be open to any parent of such a pupil to appeal against exclusion by following an appeals procedure.

30. Appointment, dismissal of teachers and other staff

Subject to clause 41 the Head shall have the overall responsibility for appointing and, subject to the provisions hereinafter contained, of dismissing all teachers and other staff including the implementation of decisions by the Governors on their employment and remuneration.

31. Boarders

The Governors may make such regulations and arrangements as they may think fit for the reception of boarders. Provided that, unless and until a regulation to a different effect shall be made by the Governors, the number of boarders to be

received at one time at the School shall not exceed the proportion of two-fifths of the total number of pupils being educated at the School.

32. Fees

The Governors shall, after consultation with the Head, determine the schedule of fees for the School. All payments of fees shall be made in advance and treated as part of the general income of the charity.

33. Applications for admission

Applicants for admission to the School shall be made to the Head, or to some other person appointed by her or him, according to a standard form provided to all applicants.

34. Special exemptions from prayer and worship

The parent or guardian of any pupil may claim, by notice in writing addressed to the Head, the exemption of such pupil from attending prayer or religious worship at the School and such pupil shall be exempted accordingly.

35. Christian tradition and religious education

The School shall be conducted in a way consistent with the values of its Christian tradition and, subject to the foregoing provision, Christian teaching within the School shall be consistent with the doctrines of the Church of England and religious education shall include instruction about the world's great religions, for which purposes there shall always be a teacher, who may or may not be in Holy Orders, capable of such teaching.

36. Charitable activities.

The Governing Body shall have due regard to any relevant public benefit guidance published by the Charity Commission in keeping under review its charitable activities, which may include a bursary programme and partnership activities.

37. Head's annual report

The Head shall report in writing to the Governors at least annually on the general progress of the School, and on any special occurrences during the year.

38. Additional School for boys or girls or both

Whenever, in the Governors' opinion, the funds of the charity shall be more than sufficient to provide for the effective maintenance and conduct of the said School, in conformity with the provisions of this scheme, or any future modification thereof, the Governors may apply to the Charity Commission for a scheme establishing an additional school for boys or girls or both.

39. Use of income and capital

- (1) The Governors must firstly apply:
 - (a) the charity's income; and
 - (b) if the Governors think fit, expendable endowment; and

- (c) when the expenditure can properly be charged to it, its permanent endowment

in meeting the proper costs of administering the charity and of managing its assets including the repair and insurance of its buildings.

- (2) After payment of these costs, the Governors must apply the remaining income in furthering the objects of the charity.
- (3) The Governors may also apply for the objects of the charity:
 - (a) expendable endowment; and
 - (b) permanent endowment, but only on such terms for the replacement of the amount spent as the Commission may approve by order in advance.

40. Further endowments

The Governors may receive any additional donations or endowments for the general purposes of the charity. They may also receive donations or endowments for any special objects connected with the School, which shall not be inconsistent with or calculated to impede the due working of the provisions of this scheme.

41. General power of Governors to make regulations

Within the limits prescribed by this scheme the Governors shall have full power from time to time to make regulations for the conduct of their business and for the management and conduct of the School and the teachers, staff and pupils thereof, and such regulations shall be binding on all persons affected thereby.

42. Amendment

- (1) The Governing Body (subject to the provisions of this clause) may from time to time amend this scheme if it is satisfied that it is expedient in the interests of the charity to do so.
- (2) The Governing Body must not make any amendment which would have the effect directly or indirectly of:
 - (a) altering or extending the purposes of the charity;
 - (b) authorising the Governing Body to do anything which is expressly prohibited by the trusts of the charity;
 - (c) causing the charity to cease to be a charity at law;
 - (d) altering or extending the power of amendment that is conferred by this clause.
- (3) The Governing Body must obtain the prior written approval of the Charity Commission before making any amendment which would have the effect directly or indirectly of:
 - (a) enabling it to spend permanent endowment or capitalise income of the charity;

- (b) conferring a benefit of any kind on the Governing Body (or on members of the Governing Body) or on its successors;
 - (c) restricting the existing right of any person (other than the Governing Body) to appoint or remove the trustee, or to intervene in the administration of the charity, without the consent of that person;
 - (d) varying the name of the charity.
- (4) The Governing Body must:
- (a) prepare a written memorandum of each amendment that it makes;
 - (b) send to the Charity Commission a certified copy of the memorandum within three months of the date of making the amendment; and
 - (c) retain the memorandum as part of this scheme.

43. Questions of discipline to be determined by Governors

Subject to the provisions of this scheme, the Governors shall have exclusive power to determine all questions relating to the conduct, government, and discipline of the School, or the teachers, staff and pupils thereof, or their respective rights, position, and privileges.

44. Questions relating to the scheme

The Charity Commission may decide any question put to it concerning:

- (1) the interpretation of this scheme; or
- (2) the propriety or validity of anything done or intended to be done under it.